

RECORDATION NO. 17892-X FILED

DEC 8 '98

2-40PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

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OF COUNSEL  
URBAN A LESTER

December 8, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Master Equipment Lease Agreement, with Schedule 820 attached, dated as of December 8, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement No. 1801174, dated as of April 24, 1992, which was filed with the Commission under Recordation Number 17892.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation  
27 Waterview Drive  
Shelton, Connecticut 06484-4361

Lessee: ConAgra, Inc.  
One ConAgra Drive  
Omaha, Nebraska 68102

A description of the railroad equipment covered by the enclosed document is:

sixty (60) hopper cars bearing reporting marks and road numbers:  
CAGX 98000 through CAGX 98059

SURFACE TRANSPORTATION  
BOARD

Dec 8 2 38 PM '98

*Counter Parts -*

Mr. Vernon A. Williams  
December 8, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 12/8/98

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

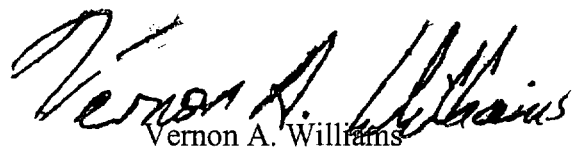
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/8/98 at 2:40PM, and

assigned recordation number(s). 17892-Y.

Sincerely Yours,

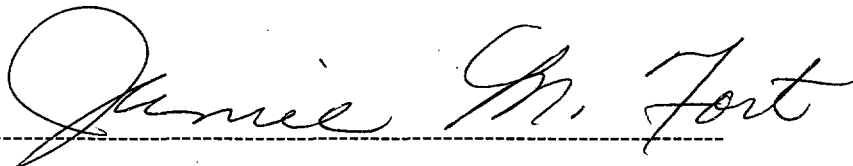
  
Vernon A. Williams

Enclosure(s)

26.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO. 17892-1

FILED

DEC 8 '98

2-40PM

DEC 8 2 39 PM '98  
SURFACE MINISTRATION  
BOARD

**MEMORANDUM  
OF MASTER EQUIPMENT LEASE AGREEMENT**

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801174 (the "Lease Agreement") dated as of April 24, 1992, and that certain Lease Schedule No. 820 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 27 Waterview Drive, Shelton, CT 06484-4361, and ConAgra, Inc. ("Lessee"), having its principal place of business located at One ConAgra Drive, Omaha, Nebraska 68102, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Master Equipment Lease Agreement (the "Memorandum") to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and is effective as of the 8 day of December, 1998.

PITNEY BOWES CREDIT CORPORATION

BY: ITS: **MICHAEL J. LEYH**  
**Vice President and  
Senior Credit Officer**

CONAGRA, INC.

BY: ITS: **J.P. O'DONNELL**  
**EXECUTIVE VICE PRESIDENT  
CHIEF FINANCIAL OFFICER AND  
CORPORATE SECRETARY**

3-40PM

CORPORATE SECRETARY  
INVESTMENT OFFICER AND  
EXCUTIVE VICE PRESIDENT

Senior Credit Officer  
Vice President and  
MICHAEL J. LITVIN

## **EXHIBIT A**


Sixty (60) New Thrall 5230 Cubic Foot Differential Covered Hopper Cars with Solimar  
9122 Gates

Reporting Marks and Running Numbers: CAGX 98000 to and including 98059

**CORPORATE FORM OF ACKNOWLEDGEMENT**

State of Connecticut )  
                                  ) SS:  
County of Fairfield )

On this \_\_\_ day of December, 1998, before me personally appeared Michael J. Leyh, to me personally known, who being by me duly sworn, says that he is the Vice President and Senior Credit Officer of Pitney Bowes Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Signature of Notary Public

**SUSAN BURBANK**  
**Notary Public**  
My commission expires My Commission Expires Nov. 30, 2001

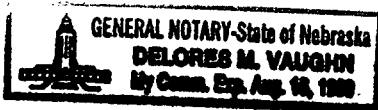


Seal

**CORPORATE FORM OF ACKNOWLEDGEMENT**

State of Nebraska       )  
                                  ) SS:  
County of                )

On this \_\_\_\_ day of December, 1998, before me personally appeared J. P. O'Donnell, to me personally known, who being by me duly sworn, says that he is the EVP, CFO, Corp. Secy of ConAgra, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Delores M. Vaughn  
Signature of Notary Public

My commission expires 8-16-99

Seal